

EXHIBIT J



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November 1, 2013

VIA E-MAIL AND LNFS

Tracey O'Reilly, Esq.
Miller, Axline & Sawyer, P.C.
1050 Fulton Ave., Suite 100
Sacramento, CA 95825-4225

Re: *Commonwealth of Puerto Rico v. Shell Oil Co., et al.*
Plaintiff's Discovery Requests to Sunoco

Dear Ms. O'Reilly:

This is in response to your letter dated October 31, 2013 regarding certain discovery requests served by Plaintiff Commonwealth of Puerto Rico on Defendants Sunoco, Inc., Sunoco, Inc. (R&M) and Puerto Rico Sun Oil Company (collectively "Sunoco"). In the spirit of compromise, Sunoco is prepared to provide certain additional discovery responses, including documents, draft declarations and, to extent we are able to prevail upon former employees, fact witness testimony. We continue to believe, however, that any remaining Rule 30(b)(6) issues or further testimony would be duplicative, irrelevant and unduly burdensome, particularly given the extent to which the answers to the questions posed would be in the negative.

October 22-23, 2013 Telephonic Hearing with Judge Scheindlin

Rather than belabor points made in prior meet-and-confer correspondence, I will simply note the following to correct the record:

- Your lengthy recitation of excerpts from the deposition of Luis Comas regarding marketing issues does nothing to change or even address the fact that you represented to the Court that Mr. Comas is a "[reme]diation person" who "admitted he didn't know how they manufactured reformate." October 23, 2013 Telephone Conference Transcript ("Tr.") at 13:13-14, 13:24-25. This inaccurate statement was a fundamental premise on which the Court issued its guidance regarding the October 11 deposition notice, which relates to manufacturing activities at Yabucoa.

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- As we have noted previously, we are not aware of any witness within Sunoco's control who would know more than Mr. Comas about the operations conducted by Peerless Oil & Chemical Company ("Peerless") at the Peerless facility in Guayanilla.

Former PRSOC Employees/Fact Witnesses

With respect to the former employees of Puerto Rico Sun Oil Company ("PRSOC") whom Plaintiff seeks to depose as fact witnesses, we have continued to attempt to obtain dates of availability for Mr. Lledo and Mr. Lopez. We anticipate that both of these witnesses will be available for deposition in Puerto Rico before December 6th. We understand that Mr. Lledo has considerable flexibility in terms of the timing but we have not yet heard from Mr. Lopez about available dates. We will continue to keep you updated regarding our progress obtaining such dates so that we may coordinate those two depositions. Likewise, with respect to Mr. Walker, given Plaintiff's apparent continued interest in deposing him notwithstanding the provisos in my October 25th letter, we will attempt again to determine whether he is willing to appear for deposition and what his availability is.

Document Production

Without waiving any objections to relevance, responsiveness or overbreadth, Sunoco is prepared to produce the documents referenced in your letter in electronic format once they have been reviewed for privilege. As noted in my letter dated October 25th, we anticipate making a substantial production by the end of the week of November 4th, with the balance of the production completed shortly thereafter. To the extent any documents you have identified as "missing" are in the possession, custody or control of Sunoco, they would be contained in that production.¹

Further Rule 30(b)(6) Deposition Testimony

As discussed above, Sunoco is willing to produce additional documents and attempt to facilitate the appearance of fact witnesses for deposition. Sunoco must, however, draw the line at incurring the burden of preparing for additional Rule 30(b)(6) deposition testimony that would be irrelevant or duplicative, as set forth in my letter dated October 25th. Indeed, Sunoco is willing to prepare draft declarations that would address each topic in those notices. We are confident that such declarations would establish that the depositions would be a waste of time and resources for all concerned – including Plaintiff.

* * *

¹ We have conducted searches for the documents you requested during Mr. Comas's deposition and we have not located any yet. Our investigation and search for these documents is ongoing.

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As you know, I attempted to reach you this afternoon to discuss the above issues in hopes that we may reach a mutually agreeable resolution of them. Please contact me at your convenience if you wish to have such a discussion.

Sincerely,

A handwritten signature in black ink, appearing to read 'Daniel M. Krainin', with a long horizontal flourish extending to the right.

Daniel M. Krainin

DMK:vvs

cc: Counsel of Record (via LNFS)